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Celestial Asia Securities Holdings Limited

時富投資集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

Further delay in despatch of the Circular,

Despatch of the Circular

and

Revised expected timetable

in relation to

- (1) Proposed Open Offer on the basis of one (1) Offer Share for every one (1) existing Share held on the Record Date;**
- (2) Application for Whitewash Waiver; and**
- (3) Proposed Capital Reorganisation**

Reference are made to the announcements of Celestial Asia Securities Holdings Limited (“Company”) dated 29 November 2018 and 18 December 2018 in relation to, among other things, the Open Offer, the application for Whitewash Waiver and the Capital Reorganisation (“Announcements”) and the announcement dated 19 December 2018 in relation to the delay in despatch of the Circular (“Delay Announcement”). Unless otherwise specified herein, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Delay Announcement.

Further delay in despatch of the Circular and despatch of the Circular

As disclosed in the Delay Announcement, the despatch of the Circular containing, among other things, (i) further details of the Open Offer, the Whitewash Waiver and the Capital Reorganisation; (ii) a letter of recommendations from the Independent Board Committee to the Independent Shareholders in respect of the Open Offer and the Whitewash Waiver; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Open Offer and the Whitewash Waiver; and (iv) a notice convening the SGM will be postponed to a date on or before 3 January 2019.

As more time is required for preparing and finalising the Circular (including but not limited to the financial information of the Group and the letter of advice from the Independent Financial Adviser), an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for, and the Executive is minded to grant, its consent to a further extension of time for the despatch of the Circular to the Shareholders to a date on or before 4 January 2019.

The Company would like to inform the Shareholders that the Circular has been finalised and the Circular together with the notice of SGM will be despatched to the Shareholders on 4 January 2019.

Independent Shareholders are advised to read the Circular carefully, and in particular (without limitation to) the recommendations of the Independent Board Committee to the Independent Shareholders and the letter of advice from the Independent Financial Adviser contained in the Circular.

Revised expected timetable of the Open Offer and the Capital Reorganisation

The Board would like to draw the attention of the Shareholders that the expected timetable as set out in the announcement dated 29 November 2018 issued by the Company, including the expected date of the SGM, the closure of register of members and the Record Date, have been changed.

The revised expected timetable for the Open Offer and the Capital Reorganisation is set out below:

Event	(Hong Kong dates and time)
Publication of a reduction notice in relation to the Capital Reduction in Bermuda	Tuesday, 1 January 2019 – Tuesday, 15 January 2019
Expected despatch date of circular with notice and form of proxy for the SGM	Friday, 4 January 2019
Latest time for lodging transfer of Shares to qualify for attendance and voting at the SGM	4:30 pm on Thursday, 24 January 2019
Closure of register of members of the Company for attending the SGM (both dates inclusive)	Friday, 25 January 2019 – Wednesday, 30 January 2019
Latest time for lodging forms of proxy for the purpose of the SGM	9:30 am on Monday, 28 January 2019
Record date for attendance and voting at the SGM	Wednesday, 30 January 2019
Expected date and time of the SGM	9:30 am on Wednesday, 30 January 2019
Announcement of the poll results of the SGM	Wednesday, 30 January 2019

The following events are conditional on the fulfilment of the conditions of the Capital Reorganisation:

Expected effective date of the Capital Reorganisation	Thursday, 31 January 2019
First day of the free exchange of the Existing Share Certificates for the New Share Certificates for the New Shares	Thursday, 31 January 2019
Dealings in the New Shares commence	9:00 am on Thursday, 31 January 2019

Last day of dealings in Shares on a cum-entitlement basis Thursday, 31 January 2019

First day of dealings in Shares on an ex-entitlement basis Friday 1 February 2019

Latest time for lodging transfer of Shares in order to be qualified for the Open Offer 4:30 pm on Friday,
8 February 2019

Register of members of the Company closes (both dates inclusive) Monday, 11 February 2019 –
Thursday, 14 February 2019

Record Date Thursday, 14 February 2019

Register of members of the Company re-opens Friday, 15 February 2019

Despatch of the Prospectus Documents Friday, 15 February 2019

Latest time for acceptance of, and payment of Offer Shares and application for excess Offer Shares 4:00 pm on Friday,
1 March 2019

Announcement of the results of the Open Offer and excess application Friday, 8 March 2019

Completion of the Open Offer and despatch of share certificates for Offer Shares or/and refund cheques Monday, 11 March 2019

Dealings in Offer Shares commence 9:00 am on Tuesday,
12 March 2019

Last day for free exchange of the Existing Share Certificates for the New Share Certificates for the New Shares 4:30 pm on Tuesday,
12 March 2019

All times and dates stated above refer to Hong Kong local times and dates unless otherwise specific. Dates or deadlines specified in the revised expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the revised expected timetable will be published or notified to Shareholders as and when appropriate.

Closure of register of members of the Company and registration procedures

For entitlement to attend and voting at the SGM

The date of the SGM has been changed from Wednesday, 16 January 2019 to Wednesday, 30 January 2019.

The register of members of the Company will be closed from Friday, 25 January 2019 to Wednesday, 30 January 2019 (both dates inclusive) for the purpose of determining the entitlements of the Shareholders to attend and vote at the SGM. No transfer of the Shares may be registered during the book closure period.

In order to qualify for attendance and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company by not later than 4:30 pm on Thursday, 24 January 2019.

For entitlement to the Open Offer

The register of members of the Company will be closed on Monday, 11 February 2019 to Thursday, 14 February 2019 (both dates inclusive) for the purpose of determining the entitlements of the Shareholders to the Open Offer. No transfer of the Shares may be registered during the book closure period.

In order to qualify for the Open Offer, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company by not later than 4:30 pm on Friday, 8 February 2019.

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 3 January 2019

As at the date hereof, the Board comprises:-

Executive directors:

Dr Kwan Pak Hoo Bankee, JP
Mr Law Ping Wah Bernard
Mr Chan Chi Ming Benson
Mr Ng Hin Sing Derek

Independent non-executive directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*